

RECORDATION NO. 25777-A FILED

AUG 22 '05

11-55 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 22, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Security Agreement, dated as of August 22, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Railcar Security Agreement previously filed with the Board under Recordation Number 25777.

The names and addresses of the parties to the enclosed document are:

Secured Party: Freightcar America, Inc.
17 Johns Street
Johnstown, PA 15901

Debtor: Midwest Generation, LLC
440 South LaSalle Street, Suite 3500
Chicago, Illinois 60505

Mr. Vernon A. Williams
August 22, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

140 aluminum BethGon II coalporter cars: MWGX 0001 – MWGX 0140.

A short summary of the document to appear in the index is:

Termination of Security Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

AUG 22 '05

11-55 AM

TERMINATION OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SECURITY AGREEMENT is made this 22nd day of August, 2005 by and between FREIGHTCAR AMERICA, INC. ("FCA"), and MIDWEST GENERATION, LLC ("DEBTOR").

WHEREAS, FCA and DEBTOR are parties to a Manufacturing Agreement (the "Manufacturing Agreement") as defined in the Memorandum of Railcar Security Agreement (the "Memorandum"), dated as of August 18, 2005 between FCA and DEBTOR; and

WHEREAS, pursuant to certain provisions of the Manufacturing Agreement (for purposes hereof, the "Security Agreement") DEBTOR granted a lien and security interest in favor of FCA in and to the railcars described on Schedule 1 attached hereto (the "Equipment"); and

WHEREAS, the Memorandum was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on August 18, 2005 at 2:32 p.m. and given Recordation Number 25777; and

WHEREAS, FCA and DEBTOR desire to terminate and cancel the Security Agreement and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FCA and DEBTOR, intending to be legally bound, agree as follows:

1. FCA and DEBTOR hereby terminate and cancel the Security Agreement, effective as of the date this Termination of Security Agreement is filed with the STB, and FCA and DEBTOR hereby agree that no rights, duties or liabilities under the Security Agreement shall survive such termination and cancellation of the Security Agreement, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the date hereof.
2. The parties agree to record this Termination of Security Agreement with the STB so as to release any lien against the Equipment created by or arising out of the Security Agreement.
3. This Termination of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, FCA and DEBTOR have caused this Termination of Security Agreement to be executed as of the day and year first above written.

FREIGHTCAR AMERICA, INC.

By: Sean T. Hankinson
Its: Product Line Manager

MIDWEST GENERATION, LLC

By: _____
Its: _____

COMMONWEALTH OF PENNSYLVANIA)

) SS:

COUNTY OF Cambria)

On this 17th day of August, 2005, before me personally appeared Sean Hankinson, to me personally known, who being duly sworn, says that s/he is a Product Line Mgr of FREIGHTCAR AMERICA, INC., a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

Melissa J. Landis

[NOTARIAL SEAL]

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Melissa J. Landis, Notary Public
City of Johnstown, Cambria County
My Commission Expires July 8, 2007
Member, Pennsylvania Association of Notaries

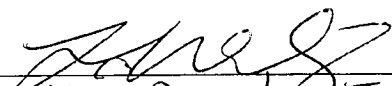
IN WITNESS WHEREOF, FCA and DEBTOR have caused this Termination of Security Agreement to be executed as of the day and year first above written.

FREIGHTCAR AMERICA, INC.

By: _____

Its: _____

MIDWEST GENERATION, LLC

By:  _____

Its: Vice President _____

STATE OF ILLINOIS)
)
)
COUNTY OF Will)

SS:

On this 15 day of August, 2005, before me personally appeared Fred W. Kelly, to me personally known, who being by me duly sworn, says that s/he is a Director of MIDWEST GENERATION, LLC, a Delaware limited liability company, that said instrument was signed on behalf of said limited liability company by an officer duly authorized to sign said instrument, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Notary Public

[NOTARIAL SEAL]

My Commission Expires:



SCHEDULE 1 TO TERMINATION OF SECURITY AGREEMENT

140 Aluminum Outside Stake BethGon II Coalporter Cars
manufactured by FreightCar America, Inc. bearing the
following road marks and numbers (all inclusive):

MWGX 0001 – MWGX 0140

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 22, 2005

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord